

**EXHIBIT 389 TO
CISNEROS DECLARATION
REDACTED VERSION**

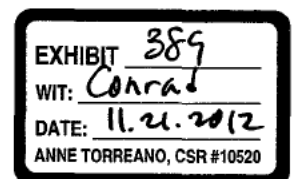


MEMORANDUM

TO: GOOGLE LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE
FROM: LASZLO BOCK
VP, PEOPLE OPERATIONS
DATE: NOVEMBER 2, 2010
SUBJECT: AGENDA FOR NOVEMBER 8 MEETING

The proposed agenda for our discussion is as follows:

1. Revised compensation philosophy
2. Q4 2010 OC Refresh



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SECTION 1 Revised Compensation Philosophy (8-Nov-10)



Revised Compensation Proposal

Authors: Eric Schaffer, Jason Grishkoff, Laszlo Bock, Matt Kunzweiler and Prasad Setty

SUMMARY

On 13-Oct-2010, we presented a compensation philosophy proposal to the LDCC and full Board. The primary purpose of the proposal is to better attract and retain employees, especially in light of recent talent competition. The proposal also better aligns our cash compensation (currently at the market [REDACTED] percentile) with our top-of-market talent.

The Board provided feedback on three key issues. After further deliberation, Management resolved to implement our original cash compensation plan for the broad employee base and executives, but delay equity changes (for consideration later in 2011). The original and updated proposals are detailed below:

	Cash Compensation Proposal	Equity Compensation Proposal
Broad Employee Base	• Shift a portion of the upside of the	• Grant all future equity awards solely in

These decisions are based on the following feedback from the full Board:

- **Ensure adjustments are meritocratic / not "socialistic"** – our current programs highly differentiate cash compensation based on performance. [REDACTED]
- **Consider phased approach / lower overall program cost** – [REDACTED]
- **Estimate impact on attrition** – we estimate 2011 attrition rates will decrease [REDACTED]

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RESPONSES TO BOARD FEEDBACK

Ensure Adjustments Are Meritocratic / Not "Socialistic"

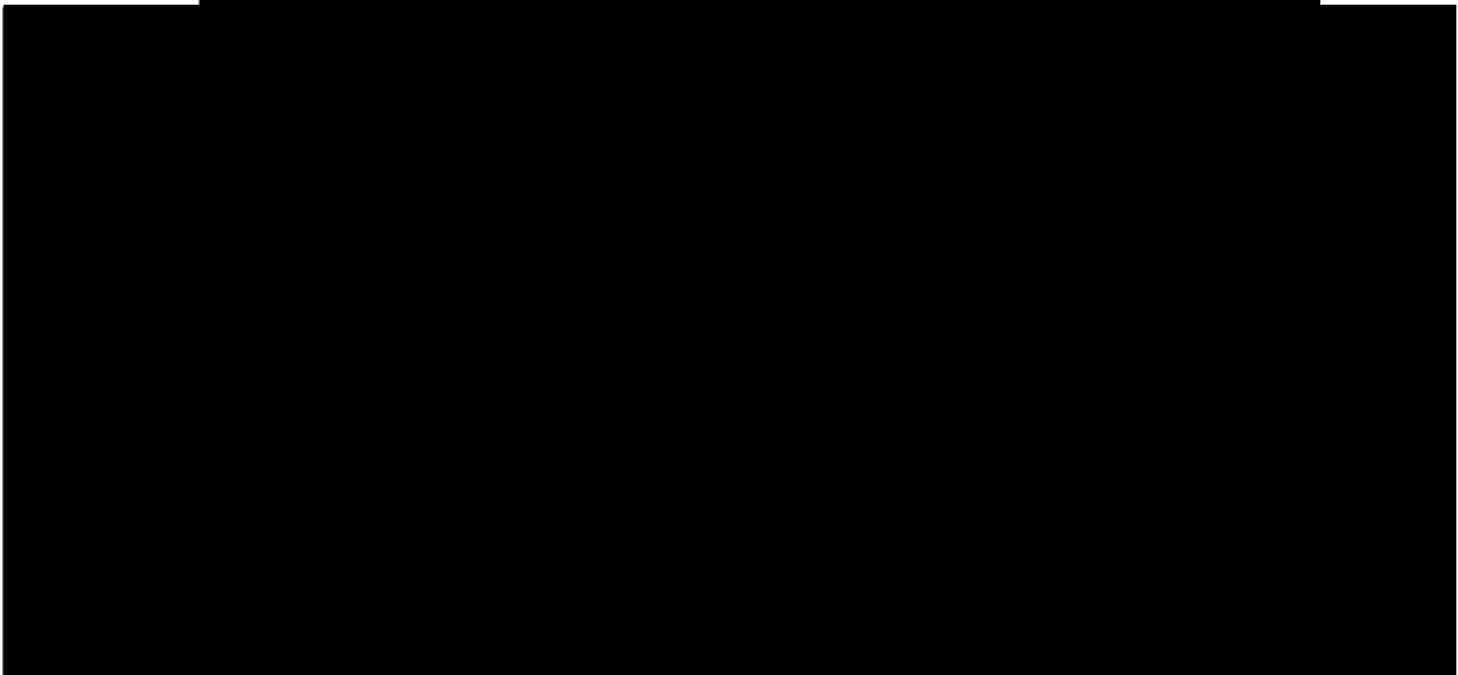
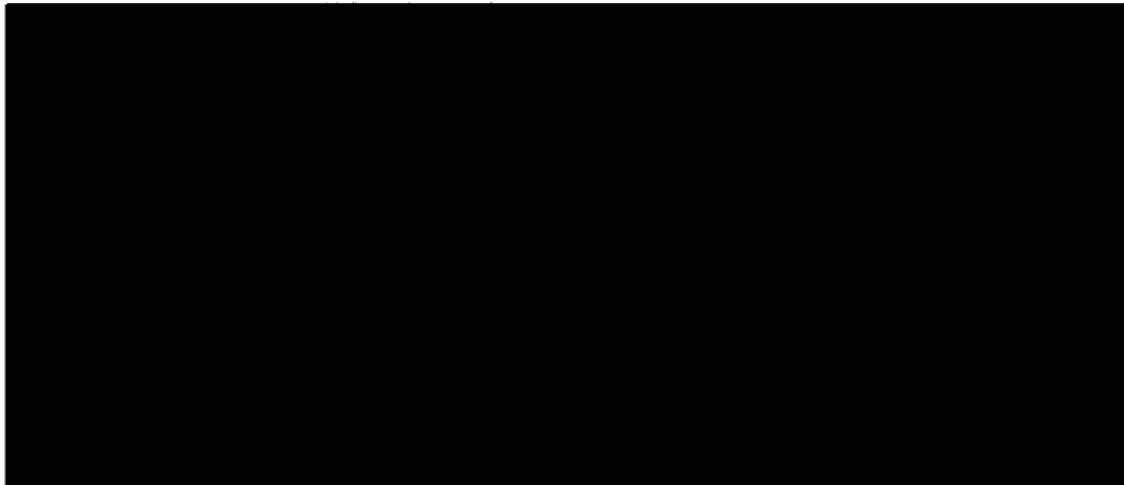
We are ensuring that adjustments are meritocratic through three means:

1. The salary increases that apply to all Googlers (flat 10% increase [REDACTED])

- [REDACTED]
- [REDACTED]

The net result of these changes is illustrated in the chart below [REDACTED]

% Cash Comp Increase by Performance Rating



1. <http://techcrunch.com/2010/10/14/is-the-valley-falling-out-of-love-with-options/>

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Estimate Impact on Attrition

We estimate a [REDACTED] reduction in individual contributor attrition levels, [REDACTED] reduction for managers and non-technical directors, and a [REDACTED] on technical directors. Overall, we estimate 2011 attrition rates will decrease to [REDACTED]

The scale of these cash compensation changes is unique to both Google and the market. Therefore, these attrition forecasts lack adequate historical / benchmark data and are only rough estimates. After implementing our proposed changes, we will report the resulting data to the LDCC and use it to refine future forecasts.

The following chart shows Google-wide attrition projections for 2011. The shaded region in the right-hand chart indicates our forecast's margin of error, which broadens over time.

**PROPOSAL FOR VPs AND SVPS****Proposed Changes to Cash Compensation**

We also propose implementing our original proposal for VPs / SVPS:

[REDACTED]

[REDACTED]

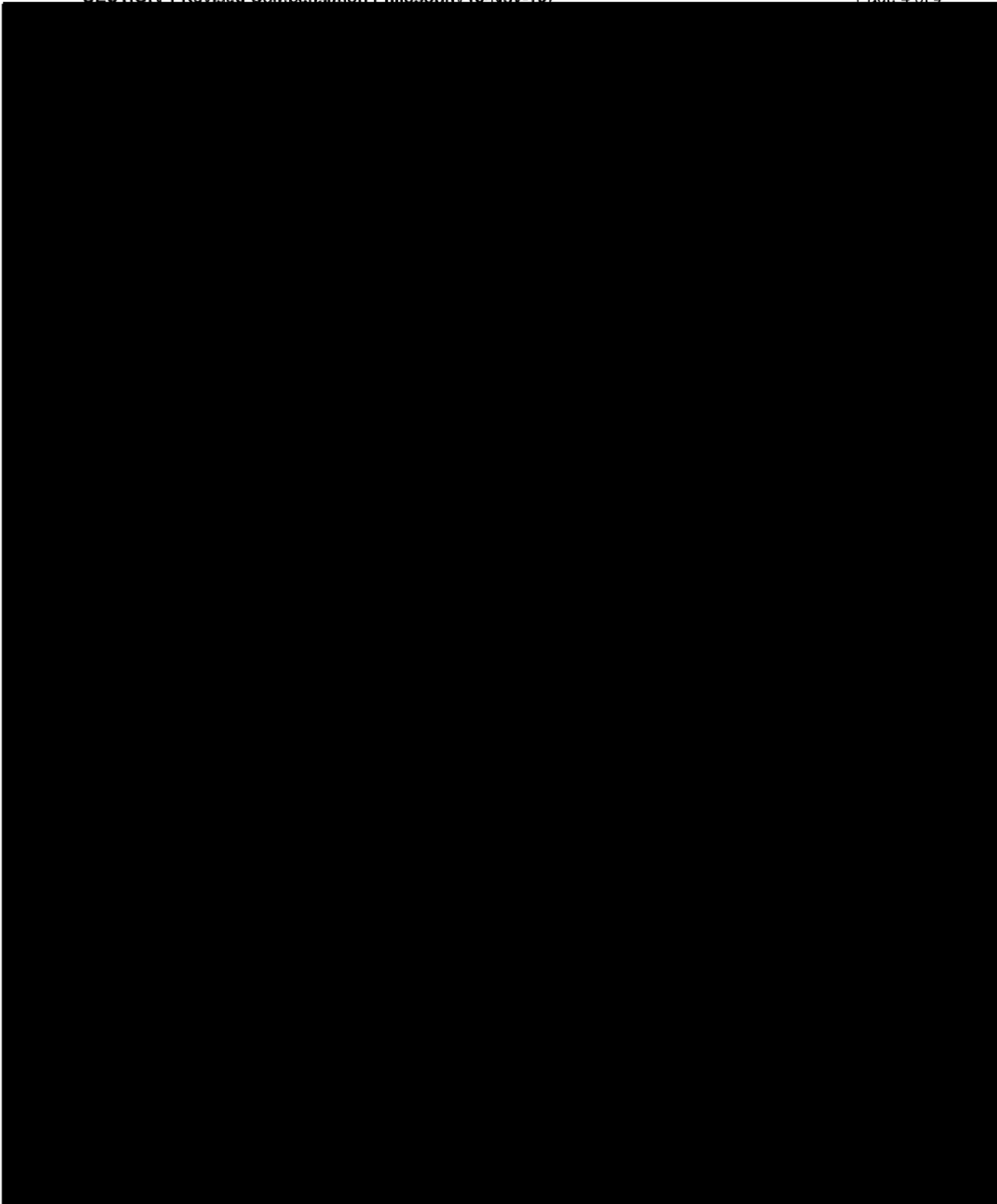
[REDACTED]

[REDACTED]

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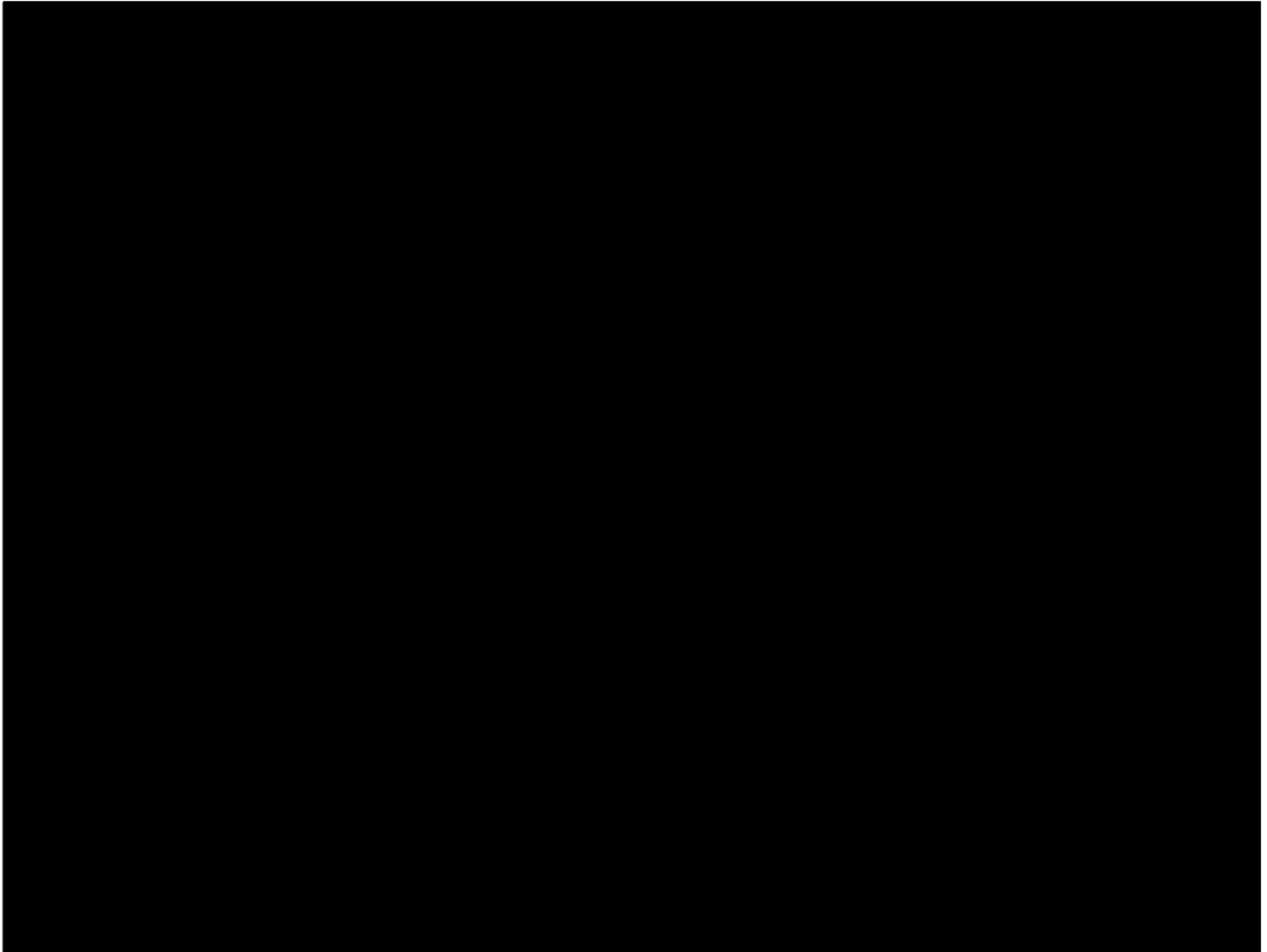
SECTION 2 Q4 2010 OC Refresh (8-Nov-10)



Q4 2010 OC Refresh

Authors: Jason Grishkoff and Matt Kunzweiler

OVERVIEW



See Attachment A for detailed market data.

See Attachment B for detailed cashflow data by OC member.

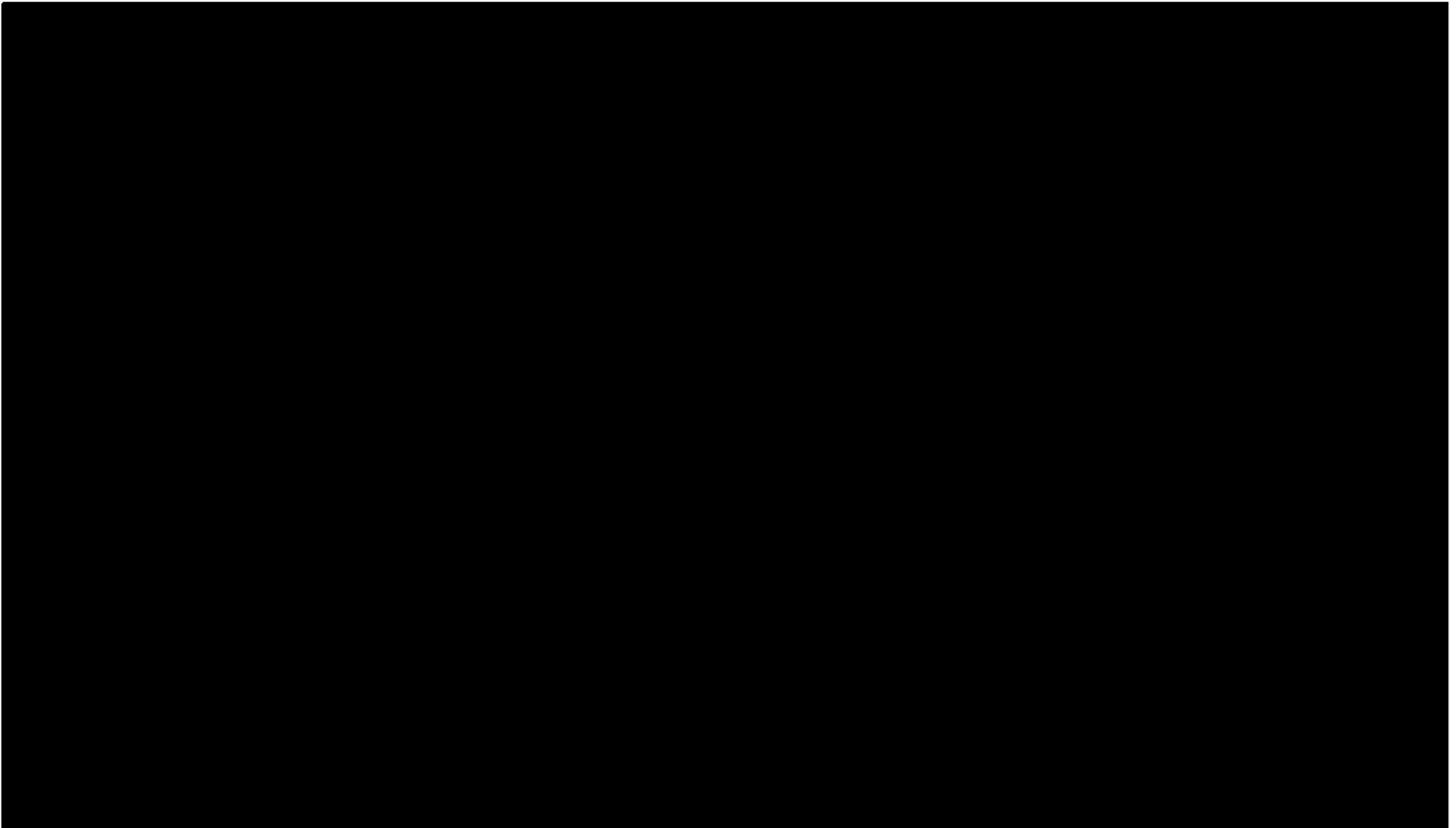
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ATTACHMENT A

Detailed Market Equity Data



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SECTION 2 Q4 2010 OC Refresh (8-Nov-10)

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ATTACHMENT B

Historical and Future Cashflow Detail

